

RECORDATION NO. 213496 FILED

APR 23 '98

3-23 PM

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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 22, 1998

RECORDATION NO. 21349-A FILED

APR 23 '98 3-23 PM

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Master Equipment Lease Agreement, dated as of April 9, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Assignment and Bill of Sale, a secondary document related thereto.

The names and addresses of the parties to the enclosed documents are:

Primary ←

Lease Agreement

Lessor:

Fleet Capital Corporation

50 Kennedy Plaza

5th Floor

Providence, Rhode Island 02903

Lessee:

Minnesota Corn Processors

901 North Highway 59

Marshall, Minnesota 56258

Counter Part - Kim Bartman

Mr. Vernon A. Williams
April 22, 1998
Page 2

Assignment and Bill of Sale

Assignor: Fleet Capital Corporation
50 Kennedy Plaza
5th Floor
Providence, Rhode Island 02903

Assignee: Heller Financial Leasing, Inc.
900 Circle 75 Parkway N.W.
Suite 1600
Atlanta, Georgia 30339

A description of the railroad equipment covered by the enclosed documents is:

thirty (30) covered hopper railcars bearing DMIX reporting marks and
road numbers 5600 and 5629, inclusive

Also enclosed is a check in the amount of \$52.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 213 49 FILED

APR 23 '98 3-23 PM

Fleet
Capital Leasing
50 Kennedy Plaza; 5th Floor
Providence, Rhode Island 02903-2305

FILED AND RECORDED

on: _____
at: _____
and given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of April 9, 1998 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and Minnesota Corn Processors, a Minnesota corporation ("Lessee"), as such agreement related to Lease Schedule No. 31818-18 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, thirty (30) 5650 Cubic Foot Covered Hopper Power Flo Cars

Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: April 17, 1998

Lessor:
Fleet Capital Corporation
By: David R. Cournoyer
Name: David R. Cournoyer
Title: Vice President

Lessee:
Minnesota Corn Processors
By: L. Dan Thompson
Name: L. Dan Thompson
Title: President

STATE OF: Rhode Island

COUNTY OF: Providence

SS.

On April 17, 1998 before me, Kimberly J. Hodgkins
(Notary Name and Title)

personally appeared David R. Cournoyer personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature:

Kimberly J. Hodgkins
(Notary Seal)

KIMBERLY J. HODGKINS
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 1, 2001

STATE OF: Minnesota

SS.

COUNTY OF: Lyon

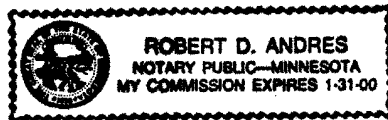
On April 17, 1998 before me, Robert D. Andres
(Notary Name and Title)

personally appeared L. Dan Thompson personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Robert D. Andres

(Notary Seal)





SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

with: Minnesota Corn Processors

Qty.	Manufacturer, Description	Running No.
	Vendor: Trinity Industries, Inc.	
	Invoice: 846079 Dated: 3/25/98	
30	5650 Cubic Foot Covered Hopper Power Flo Cars; Reporting Marks: DMIX	5600 5601 5602 5603 5604 5605 5606 5607 5608 5609 5610 5611 5612 5613 5614 5615 5616 5617 5618 5619 5620 5621 5622 5623 5624



SCHEDULE A EQUIPMENT

Attached hereto and made part of the following documents: Memorandum of Master Equipment Lease Agreement

with: Minnesota Corn Processors

Qty.	Manufacturer, Description	Running No.
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Vendor: Trinity Industries, Inc.
Invoice: 846079 Dated: 3/25/98

5650 Cubic Foot Covered Hopper Power
Flo Cars; ~~Reporting Marks:~~ DMIX

5625
5626
5627
5628
5629

WITH ALL STANDARD AND ACCESSORY EQUIPMENT

FLEET CAPITAL CORPORATION

By: David R. Cournoyer
Name: **DAVID R. COURNOYER**
Title: Vice President/Sr. Lender

MINNESOTA CORN PROCESSORS

By: L. Van Thompson
Name: L. Van Thompson
Title: President